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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	**Chapter 11**
ROCK & REPUBLIC ENTERPRISES, INC., *et al.*,	:	**Case No. 10-11728 (AJG)**
Debtors.	:	**Jointly Administered**

ORDER (I) APPROVING THE DISCLOSURE STATEMENT, (II) ESTABLISHING PLAN SOLICITATION AND VOTING PROCEDURES, (III) SCHEDULING A CONFIRMATION HEARING, AND (IV) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR CONFIRMATION OF THE JOINT CONSOLIDATED CHAPTER 11 PLAN FOR ROCK & REPUBLIC ENTERPRISES, INC. AND ITS AFFILATED DEBTOR AND DEBTOR IN POSSESSION

Upon the motion, dated December 20, 2010 (the **"Motion"**)[1] of the Official Committee of Unsecured Creditors in the above-captioned cases (the "**Creditors' Committee**"),

[1] Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

Rock & Republic Enterprises, Inc. and Triple R, Inc., as debtors and debtors-in-possession (collectively, the "**Debtors**"), and VF Corporation ("**VF**" and together with the Creditors' Committee and the Debtors, the "**Plan Proponents**"), for an order pursuant to sections 105, 502, 1125, 1126 and 1128 of title 11 of the United States Code (the **"Bankruptcy Code"**), Rules 2002, 3017, 3018, 3020, 9013, 9014 and 9021 of the Federal Rules of Bankruptcy Procedure (the **"Bankruptcy Rules"**), and Rules 2002-1, 3017-1, 3018-1, 3020-1, 9013-1 and 9021-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the **"Local Bankruptcy Rules"**), (i) approving the disclosure statement (the **"Disclosure Statement"**) for the Plan Proponents' proposed chapter 11 plan (the **"Plan"**), (ii) establishing solicitation and voting procedures, (iii) scheduling a confirmation hearing, and (iv) establishing notice and objection procedures in respect of confirmation of the Plan, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to all necessary parties, and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and Creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is **FOUND AND DETERMINED AS FOLLOWS:**

A. **Adequate Information** – The Disclosure Statement, attached hereto as Exhibit 1, contains adequate information within the meaning of section 1125 of the Bankruptcy Code and no further information is necessary.

B. **Fair and Equitable Voting Procedures** – The procedures, set forth below, for the solicitation and tabulation of votes to accept or reject the Plan, including the substantive consolidation of the Debtors for Plan purposes only, provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

C. **Non-Voting Classes** – Claims in Classes 1, 2, 3, and 4 are Unimpaired (the "**Unimpaired Classes**") and, accordingly, holders of such Claims are conclusively presumed to accept the Plan and not entitled to vote on account of such Claims (collectively, **"Non-Voting Classes"**).

D. **Voting Classes** – Claims or Interests in Classes 5, 6, and 7 are Impaired and are entitled to vote on account of such Claims or Interests (collectively, **"Voting Classes"**); provided, (a) as of the Record Date, the outstanding amount of such Claim or Interest is greater than zero ($0.00); (b) as of the Record Date, the Claim or Interest has not been disallowed, expunged, disqualified, or suspended; and (c) such Claim or Interest is not subject to an objection or request for estimation by the Claim Objection Deadline, **February 21, 2011**. Further, Creditors that are not scheduled in the Debtors' Schedules that have not timely filed a proof of claim by the Bar Dates are not entitled to vote.

E. **Solicitation Packages** – The proposed distribution and contents of the Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties of the Record Date, Voting Deadline, Plan Objection Deadline, Confirmation Hearing, and all related matters.

F. **Ballots –** The form of the Ballots annexed hereto as **Exhibits 4, 5, and 6** (collectively, the **"Ballots"**), including all voting instructions provided therein, are consistent with Official Form No. 14, address the particular needs of these Chapter 11 Cases, and provide adequate information and instructions for each individual entitled to vote to accept or reject the Plan and no further information or instructions are necessary.

G. **Notices of Non-Voting Status** – The Notices of Non-Voting Status, substantially in the forms annexed hereto as **Exhibit 2** comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules and provide adequate notice to Non-Voting Classes of their non-voting status and no further notice is necessary.

H. **The Voting Deadline –** The period and Voting Deadline, set forth below, during which the Debtors and Creditors' Committee may solicit acceptances to the Plan is a reasonable and sufficient period of time for Voting Classes to make an informed decision whether to accept or reject the Plan and timely return Ballots evidencing such decision.

I. **Confirmation Notice and Objection Procedures –** The procedures, set forth below, regarding notice to all parties in interest of the time, date, and place of the hearing to consider confirmation of the Plan (the **"Confirmation Hearing"**) constitute good and sufficient notice to all interested parties and no further notice is necessary.

THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

Approval of the Disclosure Statement

1. The Disclosure Statement, attached hereto as **Exhibit 1**, is **APPROVED**.

2. All objections to the Disclosure Statement that have not been withdrawn or resolved as provided for in the record of the Disclosure Statement hearing are overruled.

Temporary Allowance of Claims

3. Solely for purposes of voting to accept or reject the Plan and not for the

purpose of the allowance of, or distribution on account of, a Claim or Interest, and without prejudice to the rights of the Debtors in any other context, each Claim or Interest within a Class of Claims entitled to vote to accept or reject the Plan is temporarily allowed in an amount equal to the amount of such Claim or Interest as set forth in the Schedules subject to the following exceptions (unless expressly waived by the Debtors and Creditors' Committee):

(a) If a Claim or Interest is deemed allowed under the Plan, such Claim or Interest is allowed for voting purposes in the deemed allowed amount set forth in the Plan;

(b) If a proof of claim was timely filed in an amount that is liquidated, non-contingent, and undisputed, such Claim is temporarily allowed in the amount set forth on the proof of claim, unless such claim is Disputed as set forth in subparagraph (g) below;

(c) If a Claim for which a proof of claim has been timely filed is wholly contingent, unliquidated, disputed, unknown, or undetermined, such Claim is accorded one vote and valued at one dollar ($1.00) for voting purposes only, and not for purposes of allowance or distribution, unless such Claim is disputed as set forth in subparagraph (g) below;

(d) If a Claim or Interest has been estimated or otherwise allowed for voting purposes by order of the Court, such Claim or Interest is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;

(e) If a Claim is listed in the Schedules as contingent, unliquidated, or disputed and a proof of claim was not (a) filed by the Bar Dates for the filing of proofs of claim established by the Court or (b) deemed timely filed by an order of the Court prior to the Voting Deadline, the Plan Proponents propose that such Claim be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);

(f) If a Claim is listed in the Schedules or on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such Claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution, unless such Claim is disputed as set forth in subparagraph (g) below;

(g) If a party-in-interest has filed an objection or request for estimation as to a Claim or Interest by the Claim Objection Deadline, **February 21, 2011**, such Claim or Interest is temporarily disallowed (to the extent provided in the objection or request) for voting purposes only but not for purposes of allowance or distribution, except as ordered by the Court before the Voting Deadline; and

(h) Unless temporarily allowed for voting purposes by the Court, if a proof of claim asserts a Claim that is not in U.S. dollars, such Claim will be treated as unliquidated and allowed for voting purposes only in the amount of $1.00.

4. If any party in interest seeks to challenge the allowance of its Claim or Interest for voting purposes, the Creditor shall file with this Court (with a copy to Chambers) a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim or Interest for voting purposes in a different amount on or before five (5) business days prior to the Voting Deadline. Upon the filing of any such motion, the Creditor's or Interest holder's Ballot shall not be counted unless temporarily allowed by an order of this Court entered prior to the Voting Deadline.

Voting Record Date

5. The Record Date is set as **January 21, 2011** for all holders of Claims and Interests unless otherwise agreed to by the Debtors and Creditors' Committee.

Solicitation Packages

6. The Solicitation Packages as described below are **APPROVED**.

7. By **February 4, 2011** or as soon as reasonably practicable thereafter, the Plan Proponents shall mail or cause to be mailed Solicitation Packages to parties entitled to receive notice of the Confirmation Hearing pursuant to Bankruptcy Rule 2002.

8. Solicitation Packages (either in printed hard copies or CD-ROM format, or a combination thereof) shall contain:

(a) the Confirmation Hearing Notice;

(b) a cover letter from the Creditors' Committee summarizing the Plan and setting forth the Debtors' and Creditors' Committee's support thereof;

(c) to Voting Classes;

(1) this Order (without attachments);

(2) the Disclosure Statement;

(3) a Ballot; and

(d) to Non-Voting Classes, a Notice of Non-Voting Status;

9. The letter of support of the Creditors' Committee attached hereto as **Exhibit 7** is **APPROVED**.

10. The Plan Proponents are authorized to make non-substantive changes to the Disclosure Statement, the Plan, and related materials without further order of the Court.

Ballots

11. The form of Ballots, attached hereto as **Exhibits 4, 5, and 6** are **APPROVED**.

12. To holders of General Unsecured Claims in Class 5, the Plan Proponents shall send the Class 5 Ballot at **Exhibit 4** hereto.

13. To holders of Subordinated Claims in Class 6, the Plan Proponents shall send the Class 6 Ballot at **Exhibit 5** hereto.

14. To holders of Existing Equity Interests in Class 7, the Plan Proponents shall send the Class 7 Ballot at **Exhibit 6** hereto.

Notices of Non-Voting Status

15. The Notice of Non-Voting Status, attached hereto as **Exhibit 2** is **APPROVED**.

The Voting Deadline

16. The Voting Deadline is **March 11, 2011 at 4:00 p.m. (prevailing Eastern Time)** for all holders of Claims and Interests unless otherwise agreed to by the Debtors and Creditors' Committee.

17. To be counted, a Ballot must be properly executed, completed, and delivered to the Voting Agent by first-class mail, overnight courier, or personal delivery such that the Ballot is actually received at the addresses set forth in the Ballot by the Voting Deadline.

Tabulation Procedures

18. The following tabulation procedures are **APPROVED**:

(a) if a Creditor casts more than one Ballot voting the same Claim(s) or Interest(s) before the Voting Deadline, the last properly completed and executed Ballot received before the Voting Deadline shall be deemed to reflect the voter's intent, and thus, to supersede any prior Ballots;

(b) the following Ballots shall not be counted:

(1) any Ballot that is properly completed, executed, and timely returned to the Voting Agent, but (i) does not indicate either an acceptance or rejection of the Plan, or (ii) indicates both an acceptance and a rejection of the Plan;

(2) in the absence of any extension of the Voting Deadline granted by the Debtors and Creditors' Committee, any Ballot received after the Voting Deadline;

(3) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;

(4) any Ballot cast by a person or entity that does not hold a Claim or Interest in a Class that is entitled to vote to accept or reject the Plan;

(5) any Ballots not bearing an original signature; or

(6) any Ballot transmitted to the Voting Agent by facsimile, telecopy, other means of electronic transmission, or any means other than those expressly approved herein;

(c) if a party that is entitled to vote has more than one Claim within the same Class against one or more of the Debtors based upon different transactions, the Plan Proponents propose that said party shall be entitled to one vote in the aggregate dollar amount of all of said Claims.

(d) If a Creditor indicates a Claim amount on its Ballot that is different than the amount otherwise calculated in accordance with the procedures set forth herein, such Claim shall be temporarily allowed for voting purposes in the lesser of the two said amounts.

(e) Notwithstanding anything to the contrary contained herein, any Creditor who has scheduled, filed or purchased (i) duplicate Claims (whether against the same or multiple Debtors) or (ii) Claims against multiple Debtors arising from the same transaction (*e.g.*, guarantee Claims or Claims for joint and several liability), shall be provided with only one Solicitation Package and one Ballot and be permitted to vote only a single Claim for numerosity purposes in a dollar amount based upon its Claim against one of the Debtors, regardless of whether the Debtors have objected to such duplicate Claims.

19. With respect to transfers of Claims or Interests filed pursuant to Bankruptcy Rule 3001, the holder of a Claim as of the Record Date shall be the transferor of such Claim or Interest and entitled to cast the Ballot with respect to that Claim or Interest unless the documentation evidencing such transfer was docketed by the Court on or before **twenty-one (21) days** prior to the Record Date and no timely objection with respect to such transfer was filed by the transferor.

20. The Voting Agent is authorized (but not required to) contact parties that submit incomplete or otherwise deficient Ballots to cure such deficiencies. The Plan Proponents are authorized to waive any such deficiencies in their discretion based upon the facts and circumstances in connection therewith.

Confirmation Hearing

21. The Confirmation Hearing is scheduled for **March 23, 2011 at 9:30 a.m. (prevailing Eastern Time)**; provided, however, that the Confirmation Hearing may be adjourned or continued from time to time by the Court or the Plan Proponents without further

notice other than adjournments announced in open Court or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtors or Creditors' Committee with the Court.

22. The Notice of the Confirmation Hearing, attached hereto as **Exhibit 3** is **APPROVED**.

Plan Confirmation Objections

23. The Plan Objection Deadline is **March 11, 2011 at 4:00 p.m. (prevailing Eastern Time)**.

24. Objections and responses, if any, to confirmation of the Plan, must be in writing, and must (a) conform to the Bankruptcy Rules and the Local Bankruptcy Rules, (b) set forth the name of the objecting party, the nature and amount of Claims or Interests held or asserted by the objecting party against the Debtors' estates or property; and (c) provide the basis for the objection and the specific grounds therefore.

25. Registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses on a 3.5 inch floppy disk or flash drive, preferably in Portable Document Format (PDF), Microsoft Word or any other Windows-based word processing format (with a hard copy delivered directly to the Chambers of Chief Judge Arthur J. Gonzalez) in accordance with General Order M-242.

26. Any objections or responses must also be served upon and received by the Notice Parties no later than the Plan Objection Deadline.

27. The Plan Proponents may file and serve replies or an omnibus reply to any such objections no later than **12:00 p.m. (prevailing Eastern Time) on March 21, 2011.**

28. The Plan Proponents may file and serve the Ballot certification no later than **12:00 p.m. (prevailing Eastern Time) on March 21, 2011.**

29. The Plan Proponents are authorized, in their sole discretion, to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

30. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: January 28**,** 2011
New York, New York

s/Arthur J. Gonzalez
CHIEF UNITED STATES BANKRUPTCY JUDGE